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July 28, 1997

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Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

RECEIVED

JUL 28 1997

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: General Wireless, Inc.
Docket No. ET 97-82
Notice of Ex Parte Discussions

Dear Mr. Caton:

Pursuant to Section 1.1206(a)(2) of the Commission's rules, General Wireless, Inc. ("GWI") hereby submits this Notice of Ex Parte Discussions. On July 25 and July 26, 1997 Roger Linquist, GWI's CEO, Dennis Spickler, GWI's CFO and John Lister, one of GWI's Vice Presidents, had a telephone conversation with Jon Garcia of the Office of Plans and Policy to discuss further options for C block PCS debt restructuring in the above-referenced proceeding.

In the July 25 conversation, in response to GWI's written submission, Mr. Garcia inquired into GWI's position regarding licensees receiving a 50% store credit toward a C block re-auction and providing additional capital up front to participate in a re-auction. In the July 26 conversation, GWI asserted that the 50% store credit and additional capital requirement are significant and would likely preclude GWI from further participation in a re-auction and effectively force GWI and other similarly situated C block licensees into bankruptcy. GWI also discussed the enclosed publicly available financial information regarding large C block licensees.

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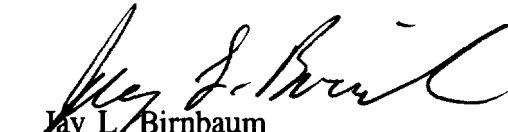
041

Mr. William F. Caton
July 28, 1997
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In addition, GWI discussed Mr. Garcia's thoughts regarding the topic of new money being required from all participants to create eligibility in a re-auction. GWI indicated it felt this would be a double penalty for licensees and would create an uneven playing field. Other scenarios discussed included one of cash payments being required after the auction and license grant to remove future risk of defaults, and a possibility that all existing licensees participating in the re-auction would be required to return their existing licenses. Further discussed was a possibility for achieving a commercially based compensation with participating licensees that would include the Government taking an equity stake in the participating companies. In addressing other possibility in a re-auction scenario, GWI suggested examining the possibility of an all cash auction with upfront deposits as the sole source of funds to be used in the auction in an effort to eliminate any further financing tasks.

A copy of this Notice of Ex Parte Discussions (with enclosure) has been provided to Jon Garcia, as required by Section 1.1206(b)(2) of the Commission's rules. An original and one copy has been submitted to the Secretary's office.

Respectfully submitted,


Jay L. Birnbaum
Counsel for General Wireless, Inc.

Enclosure

General WIRELESS^{INC.}

8144 Walnut Hill Lane
Suite 600
Dallas, Texas 75231
214 265-2564
214 265-2570 Fax

Dennis G. Spickler
Vice President & Chief Financial Officer

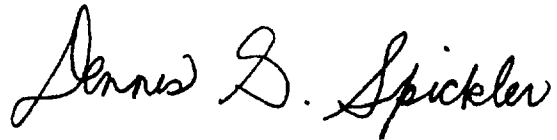
July 25, 1997

Jon C. Garcia
5614 Jordan Road
Bethesda, MD 20816

Dear Jon,

Attached is financial information for large C-Block licensees all which has been gathered from publicly available sources. Please call me at home if you would like to discuss this package.

Sincerely,

A handwritten signature in black ink that reads "Dennis G. Spickler". The signature is written in a cursive, flowing style.

cc: J. Birnbaum

<DOCUMENT>
<TYPE>10-Q
<SEQUENCE>1
<DESCRIPTION>CLEARCOMM FORM 10-Q.
<TEXT>

<PAGE> 1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1997

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-28362

ClearComm, L.P. (formerly PCS 2000, L.P.)
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

66-0514434
(I.R.S. Employer
Identification No.)

620 Broadway
Sonoma, California
(Address of principal executive offices)

95476
(Zip Code)

Registrant's telephone number, including area code: (707) 938-2428

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934
during the preceding 12 months and (2) has been subject to such filing
requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 2,761.2 Units of Limited Partnership Interest

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<TABLE>
<CAPTION>

ClearComm, L.P. (formerly PCS 2000, L.P.)
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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CLEARCOMM, L.P. (formally, PCS 2000, L.P.)

(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF ASSETS, LIABILITIES
AND PARTNERS' CAPITAL

<TABLE>
<CAPTION>

	UNAUDITED MARCH 31, ----- 1997 ----	AUDITED DECEMBER 31 ----- 1996 ----
ASSETS -----		
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	\$12,043,317	\$2,492,
Prepaid expenses	68,758	100,
Other current assets - deposits	25,000	45,468,
	-----	-----
Total current assets	12,137,075	48,062,
Licenses	344,293,125	-
Capitalized interest	3,804,441	
Restricted cash	-	6,511,

Restricted cash	-	6,511,
Equipment, net	13,627	14,
	-----	-----
Total assets	\$360,248,268	\$54,588,
	=====	=====

<CAPTION>

LIABILITIES AND PARTNERS' CAPITAL

<S>	<C>	<C>
Current liabilities:		
Payable to the FCC	-	\$1,000,
Accounts payable and accrued liabilities	\$302,674	204,
Accounts payable General Partner	64,068	101,
Accounts payable for legal fees	675,912	440,
Accounts payable to related parties	539,514	539,
	-----	-----
Total current liabilities	1,582,168	2,287,
	-----	-----
Long term liabilities		
Notes payable FCC	309,863,813	
Accrued interest FCC notes	3,804,441	

Total long term liabilities	313,668,254	

Limited partners' capital (2,601.5 units and 798.5 one fifth units in 1997; and 2601.5 and 592 one fifth units in 1996; authorized and issued)	69,030,000	67,990,
General partner's capital	100,000	100,
Undistributed losses	(24,132,153)	(15,789,
	-----	-----
Total partners' capital	44,997,847	52,300,
	-----	-----
Total liabilities and partners' capital	\$360,248,268	\$54,588,
	=====	=====

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS STATEMENT

<PAGE> 4

CLEARCOMM, L.P.
(UNAUDITED)
STATEMENT OF REVENUES AND EXPENSES

<TABLE>
<CAPTION>

<S>

	THREE MONTHS ENDED	
	MARCH 31,	
	1997	1996
	-----	-----
Revenues:		
Interest income	\$109,707	\$27,167
	-----	-----
Expenses:		
Consulting and legal services rendered by Related parties	7,213,023	247,057
General and administrative services billed by the General Partner	102,114	108,831
Other legal fees	403,204	252,703
Miscellaneous consulting services	585,495	104,402
Insurance	31,721	32,000
Travel	67,208	53,520
Other administrative expenses	49,882	12,743
	-----	-----
Total expenses	8,452,647	811,256
	-----	-----
Net loss	(\$8,342,940)	(\$784,089)
	=====	=====
Net loss attributable to general partner	(2,085,735)	(196,022)
	-----	-----
Net loss attributable to limited partners	(6,257,205)	(588,067)
	-----	-----

Net loss per limited partner unit	(\$2,266.12)	(\$225.79)
-----------------------------------	--------------	------------

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS STATEMENT.

<PAGE> 5

CLEARCOMM, L.P.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF CASH FLOWS

<TABLE>
<CAPTION>

	UNAUDITED THREE MONTHS ENDED MARCH 31, ----- 1997 ----	AUDITED YEAR ENDED DECEMBER 31, ----- 1996 ----
<S>		
Cash flows from operating activities		
Net loss	(\$8,342,940)	(\$9,074,847)
	-----	-----
Adjustments to reconcile the net loss for the period to net cash used by operating activities:		
Depreciation	908	3,642
(Increase) decrease in prepaid expenses and other assets	31,780	(4,538)
(Decrease) Increase in Bank overdraft		(46,173)
Increase in security deposit	(25,000)	
(Decrease) in payable to the FCC	(1,000,000)	
Increase in accounts payable	97,747	1,515,140
Decrease in accounts payable General Partner	(37,886)	(302,052)
Increase in accounts payable to related parties	235,065	283,670
	-----	-----
Total adjustments	(697,386)	1,449,689
	-----	-----
Net cash used by operating activities	(9,040,326)	(7,625,158)

Net cash used by operating activities	(9,040,326)	(7,625,158)
Cash flows used in investing activities:		
Auction deposit returned by FCC	11,039,542	4,531,145
Equipment		(18,177)
Net cash provided by investing activities	11,039,542	4,512,968
Cash flows from financing activities:		
Capital investment by partners	1,040,000	2,952,500
Capital repurchased from partners		(75,000)
Restricted cash	6,511,250	-
Net cash from financing activities	7,551,250	2,877,500
Net increase (decrease) in cash	\$9,550,466	(\$234,690)
Summary:		
Net increase (decrease) in cash	9,550,466	(234,690)
Cash and cash equivalents at the beginning of the period	2,492,851	2,727,541
Cash and cash equivalents at the end of the period	\$12,043,317	\$2,492,851

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS STATEMENT

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CLEARCOMM, L.P.
(A DEVELOPMENT STAGE ENTERPRISE)

<TABLE>
<CAPTION>

THREE MONTH PERIOD ENDED MARCH 31, 1997

<S>

Supplemental schedule of non cash investing

<C>

Supplemental schedule of non cash investing
and financing activities:

The Partnership was granted by the FCC on January 1997
PCS licenses for which the bid had been previously
submitted. In conjunction with this acquisition, the
following loan was granted by the FCC:

Acquisition of PCS licenses	\$344,293,125
Auction deposit	(34,429,312)

	\$309,863,813
	=====

</TABLE>

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CLEARCOMM, L.P.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF CHANGES IN PARTNERS' CAPITAL ACCOUNTS
(UNAUDITED)

FOR THE PERIOD FROM INCEPTION ON JANUARY 24, 1995 THROUGH MARCH 31, 1997

<TABLE>
<CAPTION>

	GENERAL PARTNER -----	LIMITED PARTNERS -----	TOTAL -----	LIMITED PARTNERS UNITS -----	
<S>	<C>	<C>	<C>	<C>	
Capital invested thru December 31, 1995	\$100,000	\$65,112,500	\$65,212,500	2,604.5	unit
1995 Share of undistributed losses	(1,678,592)	(5,035,774)	(6,714,366)		
	-----	-----	-----		
Capital account balance (deficit) at December 31, 1995	(1,578,592)	60,076,726	58,498,134		
	-----	-----	-----		
Repurchase of Limited Partners units		(75,000)	(75,000)	-3	unit
Capital contributed during 1996		2,952,500	2,952,500	590.5	one fi
1996 Share of undistributed losses	(2,268,712)	(6,806,135)	(9,074,847)		
	-----	-----	-----		

Capital account balance (deficit) at December 31, 1996	(3,847,304)	56,148,091	52,300,787	2,601.5 units and 590
	-----	-----	-----	
Capital contributed during first quarter 1997		1,040,000	1,040,000	208 one fi
First quarter 1997 share of undistributed losses	(2,085,735)	(6,257,205)	(8,342,940)	
	-----	-----	-----	
Capital account balance (deficit) at March 31, 1997	(\$5,933,039)	\$50,930,886	\$44,997,847	2,601.5 units and 590
	=====	=====	=====	

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS STATEMENT.

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ClearComm, L.P.
(a development stage enterprise)

NOTES TO INTERIM FINANCIAL STATEMENTS

NOTE 1 - REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

ClearComm, L.P. (the "Partnership") (formerly, PCS 2000, L.P.), a development stage enterprise, is a limited partnership organized on January 24, 1995 under the laws of the State of Delaware. The Partnership was formed to file applications with the Federal Communications Commission ("FCC") under personal communications service ("PCS") frequency Block C, originally restricted to minorities, small businesses and designated entities, to become a provider of broadband PCS, a new telecommunications technology. The Partnership will terminate on December 31, 2005, or earlier upon the occurrence of certain specified events as detailed in the Partnership Agreement. The Partnership has not yet generated revenues from commercial operations.

In 1996, the Partnership's former general partner, Unicom Corporation, sold its interest in the Partnership to SuperTel Communications Corp., a Puerto Rico corporation (the "General Partner"). The General Partner's total share of the income and losses of the Partnership is 25% as per the Partnership's Partnership Agreement. Approximately 1,600 limited partners also invested in

Partnership Agreement. Approximately 1,600 limited partners also invested in the Partnership through a private placement.

Interim Financial Data; Use of estimates in preparation of financial statements

The interim financial data is unaudited; however, in the opinion of the management, the interim data includes all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of the interim periods.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of accounting and fiscal year

The Partnership's records are maintained on the accrual basis of accounting for financial reporting and tax purposes. The fiscal year of the Partnership ends on December 31.

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Cash equivalents

The Partnership considers all highly liquid investment instruments purchased with an original maturity of three months or less to be cash equivalents.

PCS Licenses

PCS licenses are recorded at cost, and will be amortized over the estimated life of the licenses (forty years) once the PCS network is placed in service. The Partnership will capitalize the interest related to debt pertaining to the PCS licenses during the construction period.

NOTE 2 - FINANCING REQUIREMENTS:

The Partnership has no revenues (other than interest income) and is likely to incur operating losses after commencing commercial operations until such time as its subscriber base generates revenue in excess of the Partnership's expenses. Development of a significant subscriber base is likely to take time, during which the Partnership must finance its operations by other means than its revenues. Consequently, the Partnership will need additional debt or equity

revenues. Consequently, the Partnership will need additional debt or equity financing to develop and construct the infrastructure necessary to operate wireless telephone systems, introduce and market a new range of service offerings on a commercial basis and otherwise operate its licensed PCS systems.

The Partnership expects to raise an additional \$2 million from its investors in an offering that commenced on March 26, 1997. In addition, the Partnership is in various stages of discussions with a variety of equipment vendors to determine the selection of equipment with the best financing terms.

The Partnership is now soliciting construction permits to build its system and is currently evaluating several options to satisfy its financing needs.

NOTE 3 - BID WITHDRAWAL PAYMENT AND PENALTY:

In 1996, the Partnership, through its bidding agent, inadvertently submitted to the FCC an erroneous bid for one of the PCS licenses being auctioned (Norfolk, Virginia). Although the Partnership withdrew the bid immediately, the FCC could have imposed a substantial penalty for withdrawal of the then highest submitted bid, which penalty is based on the difference between the bid withdrawn and the eventual highest bid. The General Partner met with FCC officials and filed a petition for a waiver of the penalty or, in the alternative, a substantial reduction in the penalty amount, as the FCC's rules were intended to deter frivolous and manipulative bids, and not errors.

On December 20, 1996, the FCC issued an order (the "Order") resolving the Partnership's request for waiver of the related bid withdrawal payment for the license

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applicable to Round 11 of the Broad Band PCS C Block auction (Norfolk, Virginia) for which the FCC ordered the Partnership to pay a penalty of approximately \$3,273,000. This Order also assessed a bid withdrawal payment of approximately \$1,258,000 for license B332 (Omaha, Nebraska) for the Broad Band PCS C block auction. In accordance with the Order, these amounts were deducted from the Partnership's deposit with the FCC. In addition to the December 20, 1996 Order, the FCC issued a Notice of Apparent Liability and Forfeiture dated January 22, 1997, finding the Partnership liable for \$1,000,000 for misrepresentations made to the Commission by its bidding agent. This amount was recorded as of December 31, 1996 and is reflected as a liability in the accompanying balance sheet as of that date.

The Partnership and its General Partner have filed several actions in court to recover the FCC assessments made in connection with the bidding error as well as other related expenses incurred (See Note 10). One of the actions filed resulted

other related expenses incurred (See Note 10). One of the actions filed resulted in the attachment of a \$6.5 million escrow account deposited in the name of the bidding agent, Romulus Telecommunications, Inc. ("Romulus"), with a local bank, which would have been payable upon obtaining the PCS licenses. It is management's intention to pursue vigorously the recovery of the FCC assessments from Romulus. Management believes it will prevail in collecting from the restricted cash all the assessments made by the FCC in connection with the bidding error and other related expenses.

NOTE 4 - RESTRICTED CASH:

As of December 31, 1996, restricted cash amounting to \$6,511,250 was held in trust by Romulus and was restricted for payment of all services related to the auction process. The amount is payable only if the Partnership obtains at least one PCS license. However, the Partnership has obtained a court order attaching this amount as a result of a lawsuit more fully explained in Note 10.

NOTE 5 - AUCTION DEPOSITS:

This account represents the deposits placed with the FCC to participate in the auctions for the licenses mentioned above. This deposit was partly used for the down payment of the PCS licenses the Partnership acquired.

NOTE 6 - PARTNERS' CAPITAL:

At December 31, 1995, the limited partners' capital was composed of 2,604.5 units distributed among approximately 1,600 limited partners. In 1996, the Partnership repurchased 3 units from a limited partner and sold to its limited partners 590.5 one-fifth units. As a result the limited partners' capital at December 31, 1996 consisted of 2,601.5 units and 590.5 one-fifth units.

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During the quarter ending on March 31, 1997, the Partnership raised \$1,040,000 from a capital call that ended on January 22, 1997. As a result, the limited partners' capital at March 31, 1997 consisted of 2,601.5 units and 798.5 one-fifth units.

The Partnership Agreement provides that the Partnership may sell additional limited partnership interests after the initial offering to raise additional equity.

Cash flow received from normal operations of the Partnership which the General Partner, in its sole discretion, determines to distribute to the investors of

Partner, in its sole discretion, determines to distribute to the investors of the Partnership, will be distributed 75% to the limited partners and 25% to the General Partner. The operating losses of the Partnership for federal income tax purposes will be allocated first to the partners as necessary to offset any profits previously allocated to them until each partner has cumulative losses equal to cumulative profits previously allocated to each partner, and second, 75% to the limited partners in accordance with the number of units held by each limited partner and 25% to the General Partner; provided, however, that any losses that would have the effect of causing or increasing a partner's capital account deficit will be allocated first, pro rata to the other partners in accordance with their respective share of partnership distributions, and second, when such allocations can be made without increasing a partner's capital account deficit, to the General Partner.

NOTE 7 - RELATED PARTY TRANSACTIONS:

During the first quarter 1997, the Partnership incurred legal and consulting expenses paid to limited partners and members of the Board of Directors amounting to approximately \$701,773 (1996 - \$247,057).

Additionally, the application, preparation and auction bidding services were performed by a related party for which a fee of \$6,511,250 was paid during 1995. An additional \$6,511,250 was expensed in the first quarter of 1997 as a contingent fee payable upon acquisition of at least one PCS license.

The Partnership Agreement, as amended, provides for payment of a management fee to its General Partner, equal to the reasonable costs of operating the business of the Partnership, plus 10% of such aggregate amount, which fee shall be payable monthly, on the first day of each month during the year. Expenses reimbursed include, but are not limited to, compensation costs and expenses related to the officers, directors, and employees in the performance of their duties. In connection with this agreement, the General Partner billed \$102,114 in the first quarter of 1997 for these services.

NOTE 8 - LICENSES AND LONG TERM NOTES PAYABLE:

On January 22, 1997, the Partnership was granted its 15 Broad Band PCS C block licenses. This resulted in recognizing the cost of the licenses of \$344,293,125 and the related liability of \$309,863,813. The down payment, or 10% of the bid amount, was deducted by the FCC from the deposit held.

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The liability is represented by 10-year notes due to the FCC bearing interest at 6.5%. According to the notes, interest shall be paid quarterly for the first six

6.5%. According to the notes, interest shall be paid quarterly for the first six (6) years and principal and interest over the next four (4) years. In March 1997, the FCC issued an order suspending interest payments on Block C licenses indefinitely; however, interest on the notes is accrued.

NOTE 9 - INCOME TAX:

The Partnership, as a limited partnership, is not subject to income tax and the tax effect of its activities accrues to the partners.

Taxable income to the General Partner and the limited partners differs from that reported in the statement of revenues and expenses mainly due to different treatment of operational expenses incurred in 1996 and 1995 for tax and book purposes. Since the Partnership has not operated any PCS licenses yet, all operating expenses were deferred for tax purposes creating a temporary difference for the partners.

These expenses will be amortized over a period not exceeding 10 years. The taxable income for the partners is determined as follows:

<TABLE>
<CAPTION>

	Thru 1st Quarter 1997 ----	1996 ----	1995 ----
<S>	<C>	<C>	<C>
Net loss per books	(\$8,342,940)	(\$9,074,846)	(\$6,714,366)
Add - Operating --- expenses deferred until a PCS license is assigned to the Partnership	8,452,647 -----	9,141,613 -----	8,183,465 -----
Taxable income	\$ 109,707 =====	\$ 66,767 =====	\$1,469,099 =====

</TABLE>

There are no other significant differences between taxable income for the partners and the net loss reported in the statement of revenues and expenses.

NOTE 10 - CONTINGENCY:

In 1996, the Partnership's bidding agent, Romulus, submitted an erroneous bid for one of the PCS licenses being auctioned (Norfolk, Virginia). The Partnership withdrew the bid immediately and the General Partner filed a petition for a waiver of the penalty or, in the alternative, a substantial reduction in the

waiver of the penalty or, in the alternative, a substantial reduction in the penalty amount.

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On December 20, 1996, the FCC resolved the Partnership's request and assessed a bid withdrawal payment of \$3,273,000 for the Norfolk, Virginia market. Also, on January 22, 1997 the FCC issued a Notice of Apparent Liability and Forfeiture and found the Partnership liable for \$1,000,000 for misrepresentations made by its bidding agent.

As a result of the penalty and assessment imposed by the FCC, the Partnership and its General Partner filed, on June 6, 1996, an action for damages against Romulus (bidding agent) and one of its directors, wherein they seek reimbursement for the defendants' gross negligence and subsequent fraudulent acts in covering up an error in bidding in the January 23, 1996 FCC auction for certain telecommunication markets. In connection with this case, the Partnership has attached the \$6.5 million deposited in the name of Romulus with a local bank and posted a \$25,000 bond pursuant to such order. Romulus and one of its directors have both filed separate requests for arbitration. The Partnership has filed for dismissal of the arbitration proceedings. Management is pursuing this matter vigorously and is confident that its position will prevail.

In November 1996, certain limited partners of the Partnership filed a suit in the Circuit Court of the State of Oregon against the Company and certain of its officers, directors, employees and consultants. The suit alleges that defendants employed misstatements and omissions of fact in connection with the sale of limited partnership units of the Partnership and seeks the return of the investment of \$25,000 per unit for approximately 22 units, plus interest and attorney fees. The case is in the early stage, however, the Partnership is defending this matter vigorously.

On January 27, 1997, in the Superior Court of the State of California for the County of San Mateo, the trustee of the SDE Trust filed a complaint for damages of \$300 million and equitable relief against Unicom Corporation, the General Partner, the Partnership and certain officers and directors, trustees of trusts holding Unicom shares and attorneys for breach of fiduciary duty arising out of an alleged conspiracy among the defendants to attempt to unlawfully purchase the Unicom shares held by the SDE Trust for personal gain of Unicom shareholders. The Partnership denies engaging in any unlawful activity in connection with the Unicom shares held by the SDE Trust. On April 7, 1997, the Partnership filed a motion to move this case to Puerto Rico.

The Partnership was subject to three petitions to deny the award of any

The Parthnership was subject to three petitions to deny the award of any licenses to the Partnership. Although the FCC denied these petitions on January 22, 1997, on February 21, 1997 the SDE Trust filed a petition asking the FCC to reconsider its statements in its order granting the licenses. The Patnership filed its response on March 6, 1997, and the SDE Trust filed a reply on March 18, 1997.

Failure to retain its licenses or failure to prevail in the litigation to which the Parthnership is subject will have a material adverse effect on the Parthnership's business and operations.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Introduction

ClearComm, L.P. (the "Partnership") was formed in January 1995 under the name PCS 2000, L.P. On April 17, 1997 the Partnership was renamed ClearComm, L.P. The Partnership is managed by SuperTel Communications Corp. (the "General Partner"). The Partnership was organized to acquire, own and operate personal communication services ("PCS") licenses in frequency Blocks C and F, and to take advantage of the benefits that the FCC has set aside for Entrepreneurs.

QUARTER ENDED MARCH 31, 1997 COMPARED WITH QUARTER ENDED
MARCH 31, 1996

Results of Operations

Revenues

The Partnership's sole source of revenue for the quarter ended March 31, 1997 continued to be interest income. Interest income for this quarter was \$109,707. In the first quarter of 1996, the Partnership had interest earnings of \$27,167. The increase in interest earnings was primarily due to the Federal Communications Commission (the "FCC") refunding to the Partnership approximately \$11,039,602, which the Partnership had placed on deposit with the FCC in connection with the acquisition of its PCS licenses.

Expenses

Expenses for the quarter ended March 31, 1997 totaled \$8,452,647. This amount included \$6,511,250 advanced to Romulus Telecommunications, Inc.

("Romulus") under the Services Agreement, pursuant to which Romulus had assisted the Partnership in obtaining its licenses. This amount had been classified in earlier financial statements as restricted cash because its payment to Romulus was contingent upon the Partnership receiving any PCS licenses. Although this amount is no longer considered restricted cash because the Partnership was awarded its PCS licenses in January 1997, the Partnership has filed a suit attaching this amount in connection its efforts to recover the costs, penalties and fines which were incurred as a result of the bidding error in the Norfolk, Virginia market. In addition, the Partnership's expenses in the first quarter of 1997 were greater than the first quarter of 1996 because of the costs associated in developing the Partnership's licenses.

Expenses for the quarter ended March 31, 1996 were \$811,256. This amount differs from the expenses previously reported for that quarter (which were then stated to be \$702,425) because the expenses for that quarter now includes an accrual of \$108,831 of expenses to be reimbursed to the General Partner, including its

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management fee. Pursuant to the Partnership Agreement, originally the management fee was 1% of the Partnership's gross assets plus reasonable costs and expenses in managing the Partnership. The General Partner then amended the Partnership Agreement to reduce the management fee to all reasonable costs and expenses, plus 10% of such amount. Subsequent to the issuance of the Partnership's 1995 financial statements, the General Partner determined that the management fee was not contingent upon the Partnership making a down payment to the FCC to purchase a license, but should have been accrued in the 1995 financial statements. As a result the management fee for the first quarter 1996 and earlier periods were then accrued and included in the respective reporting periods.

Liquidity and Capital Resources

As of March 31, 1997, the Partnership had assets totaling \$360,248,268, consisting of \$12,043,317 in cash and cash equivalents, \$68,758 in prepaid expenses, \$25,000 on deposit, \$344,293,125 of PCS licenses, \$3,804,441 of capitalized interest on the license debt during the construction period of the PCS system and \$13,627 of equipment. Current liabilities totaled \$1,582,168 and long term debt of \$313,668,254 with an annual interest rate of 6.5% relating to the acquisition of the PCS licenses. This debt is represented by 10-year notes due to the FCC, including accrued interest. According to the notes, interest shall be paid quarterly for the first six (6) years, and interest and principal shall be paid quarterly over the last four (4) years. In March 1997,

the FCC issued an order suspending interest payments on all C Block licenses indefinitely; however, interest on the notes will continue to accrue at an annual rate of 6.5%. The Partnership's assets and liabilities increased significantly during the first quarter of 1997 because of the Partnership's receipt of the PCS licenses which were awarded in January 1997.

During the quarter ending March 31, 1997 the Partnership raised \$1,040,000 of additional capital from a capital call to its limited partners that began on September 30, 1996 and ended on January 22, 1997. The total amount raised in this capital call was \$3,992,500.

The Partnership wants to raise an additional \$2 million from its limited partners in a capital call that commenced on March 26, 1997. In addition, the Partnership is continuing to seek additional capital for purposes of developing the licenses. The Partnership's efforts to raise additional capital to develop its PCS licenses is dependent upon whether the Partnership retains any of the licenses. On February 21, 1997, a party filed with the FCC a petition for reconsideration of the order which granted the Partnership its licenses. Failure to retain its licenses or failure to prevail in the litigation to which the Partnership is subject will have a material adverse effect on the Partnership's business and operations. Although no assurance can be made, the Partnership expects to retain its PCS licenses and raise the additional amounts it needs to develop its licenses. The Partnership currently estimates it will need to raise approximately \$290 million over the next three years to develop its PCS licenses.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Partnership is subject to certain legal proceedings and an FCC proceeding which were described in the Partnership's Form 10-K for the year ended December 31, 1996 (the "1996 Form 10-K").

As previously reported in the Partnership's 1996 Form 10-K, on January 27, 1997, in the Superior Court of the State of California for the County of San Mateo, the trustee of the SDE Trust filed a complaint for damages of \$300 million and equitable relief against Unicom, the General Partner, the Partnership and certain officers and directors, trustees of trusts holding Unicom shares and attorneys for breach of fiduciary duty arising out of an alleged conspiracy among the defendants to attempt to unlawfully purchase the

Unicom shares held by the SDE Trust for personal gain of Unicom shareholders. The Partnership denies engaging in any unlawful activity in connection with the Unicom shares held by the SDE Trust. On April 7, 1997, the Partnership filed a motion to move this case to Puerto Rico.

On March 6, 1997, the Partnership filed a response with the FCC to the Petition for Reconsideration filed by the SDE Trust in which the SDE Trust asked that the FCC reconsider its statements in the order granting the Partnership its PCS licenses and the SDE Trust filed a reply on March 18, 1997.

ITEM 5. OTHER INFORMATION

On April 17, 1997, the Partnership changed its name from PCS 2000, L.P. to ClearComm, L.P.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) List of Exhibits

27.0 Financial Data Schedule

(b) During the period covered by this report, the Partnership filed the following Current Report of Form 8-K:

(i) Form 8-K, dated February 20, 1997, and filed with the Commission on February 21, 1997, reporting information under Item 5.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ClearComm, L.P.

By: SuperTel Communications Corp.

By: /s/ Javier O. Lamoso

Name: Javier O. Lamoso

Title: Executive Vice President

May 14, 1997

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EXHIBIT INDEX

No.	Exhibit	Page No.
27	Financial Data Schedule	

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-----END PRIVACY-ENHANCED MESSAGE-----

NextWave Telecom Inc.
(a development stage enterprise)

Consolidated Balance Sheet

	December 31, 1995	September 30, 1996
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 4,486,000	\$ 26,102,000
Other current assets	106,000	1,476,000
Total current assets	4,592,000	27,578,000
Property and equipment, net	142,000	15,802,000
Restricted cash	875,000	131,760,000
FCC license deposits	79,225,000	267,182,000
Other assets	—	8,788,000
	<u>\$84,834,000</u>	<u>\$451,110,000</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable	\$ 156,000	\$ 8,643,000
Accrued liabilities	348,000	6,856,000
Advances from contingent stock purchase subscribers	30,225,000	10,000,000
Advances from related party contingent stock purchase subscriber	4,875,000	—
Current portion of convertible notes payable and capital leases	19,200,000	48,643,000
Notes payable to related party	25,000,000	—
Total current liabilities	79,804,000	74,142,000
Convertible notes payable and capital leases, less current portion	24,000	130,845,000
Total liabilities	79,828,000	204,987,000
Commitments (Note 9)		
Stockholders' equity:		
Common stock, \$0.0001 par value, 500,000,000 shares authorized:		
Series A, 60,000,000 shares designated: 20,000,000 and 47,396,437		
shares issued and outstanding	2,000	5,000
Series B, 278,980,556 shares designated: no shares and 99,898,262		
shares issued and outstanding	—	10,000
Series C, 1,019,444 shares designated: no shares issued or		
outstanding	—	—
Paid-in capital	6,898,000	291,406,000
Common stock notes receivable	—	(2,810,000)
Deferred charges and unearned compensation	—	(25,993,000)
Deficit accumulated during development stage	(1,894,000)	(16,495,000)
Total stockholders' equity	5,006,000	246,123,000
	<u>\$84,834,000</u>	<u>\$451,110,000</u>

See accompanying notes to consolidated financial statements.